FORM NO. MGT-7

Refer the instruction kit for filing the form.

Form language

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

I. RE	GISTRATION AND OTHER	RDETAILS					
(i) * Co	orporate Identification Number (CI	N) of the company	L74899I	DL1991PLC046570 F	Pre-fill		
G	lobal Location Number (GLN) of th	ne company					
* Permanent Account Number (PAN) of the company			AAACRO	0462Q			
(ii) (a) Name of the company			RATHI II	RATHI INDUSTRIES LIMITED			
(b)	Registered office address						
N N C 1	A-24/6 MOHAN CO-OPERATIVE INDU MATHURA ROAD NEW DELHI Delhi I 10044	JSTRIAL ESTATE					
(c)	*e-mail ID of the company		complia	nce.ril@gmail.com			
(d)	*Telephone number with STD co	de	099115	54411			
(e)	Website						
(iii)	Date of Incorporation		29/11/1	991			
(iv)	Type of the Company	Category of the Company		Sub-category of the Compa	nny		
	Public Company	Company limited by sh	ares	Indian Non-Governmen	t company		
(v) Wh	ether company is having share ca	pital	Yes () No			
(vi) *W	hether shares listed on recognized	d Stock Exchange(s)	Yes (○ No			

(a)	Details o	of stock	exchanges	where	shares	are	listed
-----	-----------	----------	-----------	-------	--------	-----	--------

S. No.	Stock Exchange Name	Code
1	Metropolitan Stock Exchange of India Limited	2,048

(b) CIN of the Registrar and Trar	sfer Agent		U74899DL	.1995PTC071324	Pre-fill
Name of the Registrar and Tran	sfer Agent				_
SKYLINE FINANCIAL SERVICES PRI	VATE LIMITED]
Registered office address of the	Registrar and Tra	ansfer Agents			_
D-153A, FIRST FLOOR OKHLA INDUSTRIAL AREA, PHASE	-1				
vii) *Financial year From date 01/04	·/2022	(DD/MM/YYY)	/) To date	31/03/2023	(DD/MM/YYYY
viii) *Whether Annual general meetir	ng (AGM) held	•	Yes 🔘	No	_
(a) If yes, date of AGM	30/09/2023				
(b) Due date of AGM	30/09/2023				
(c) Whether any extension for A	GM granted		Yes	No	

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

	Main Activity group code		Business Activity Code		% of turnover of the company
1	С	Manufacturing	C7	Metal and metal products	41.45
2	G	Trade	G1	Wholesale Trading	58.18

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given	0		Pre-fill All
--	---	--	--------------

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,000,000	6,460,000	6,460,000	6,460,000
Total amount of equity shares (in Rupees)	70,000,000	64,600,000	64,600,000	64,600,000

Number of classes 1

	Authoricad	Icapilai	Subscribed capital	Paid up capital
Number of equity shares	7,000,000	6,460,000	6,460,000	6,460,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	70,000,000	64,600,000	64,600,000	64,600,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes 0

	1 A + la a wi a a al	ICabilai	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares		Total nominal amount	Total Paid-up amount	Total premium	
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	3,969,600	2,490,400	6460000	64,600,000	64,600,000	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Demat						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Demat					0	
At the end of the year	3,969,600	2,490,400	6460000	64,600,000	64,600,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares		0	0	0	0	0	0
ii. Shares forfeited		0	0	0	0	0	0
iii. Reduction of share cap	ital	0	0	0	0	0	0
iv. Others, specify							
At the end of the year	0	0	0	0	0		
SIN of the equity shares	of the company				INE17	73X01019	
(ii) Details of stock spl	it/consolidation during th	ne year (for ea	ch class of	shares)	0		
Class o	f shares	(i)		(ii)		(ii	i)
Before split /	Number of shares						
Consolidation	Face value per share						
After split /	Number of shares						
Consolidation	Face value per share						
	es/Debentures Trans at any time since the					year (or i	n the case
⊠ Nil							
[Details being pro	vided in a CD/Digital Med	ia]	0	Yes 🔘	No C) Not Appl	licable
Separate sheet at	tached for details of trans	fers	\circ	Yes 🔘	No		
Note: In case list of tran	sfer exceeds 10, option fo	or submission a	is a separat	e sheet attach	nment or sub	mission in	a CD/Digital
Media may be shown.							
Date of the previous annual general meeting							
Date of registration of transfer (Date Month Year)							
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							

Number of Shares/ E Units Transferred	Debentures/		Amount per Share/ Debenture/Unit (in Rs)		
Ledger Folio of Trans	sferor					
Transferor's Name						
Surname			middle name	first name		
Ledger Folio of Trans	sferee					
Transferee's Name						
	Surna	ame	middle name	first name		
Date of registration of transfer (Date Month Year) Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock						
Type of transfe		1 - E0	quity, 2- Preference Shares,3	- Dependres, 4 - Stock		
Number of Shares/ Dunits Transferred	Debentures/		Amount per Share/ Debenture/Unit (in Rs)		
Ledger Folio of Trans	sferor					
Transferor's Name						
	Surna	ame	middle name	first name		
Ledger Folio of Trans	Ledger Folio of Transferee					
Transferee's Name						
	Surna	ame	middle name	first name		
(iv) *Debentures (Οι	ıtstanding a	s at the end o	of financial year)	ı		

Particulars		Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	_	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

Type of Number of Nominal Value of Total Nominal Paid up Value of Securities Paid up Value of Paid up Value of Value	
	Total Paid up Value
Total	
10(a)	

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

) Turnover

6,593,718,694

0

(ii) Net worth of the Company

626,504,200

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,965,800	30.43	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	1,965,800	30.43	0	0

Total number of shareholders (promoters)

10

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equi	ity	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	1,577,639	24.42	0		
	(ii) Non-resident Indian (NRI)	0	0	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	0	0	0		

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,916,561	45.15	0	
10.	Others	0	0	0	
	Total	4,494,200	69.57	0	0

Total number of shareholders (other than promoters)

5,925

Total number of shareholders (Promoters+Public/ Other than promoters)

5,935

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	10	10
Members (other than promoters)	5,927	5,925
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category		directors at the g of the year		ectors at the end e year	Percentage of shares held by directors as at the end of year		
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive	
A. Promoter	2	0	2	0	8.4	0	
B. Non-Promoter	1	3	1	3	0	0	
(i) Non-Independent	1	0	1	0	0		
(ii) Independent	0	3	0	3	0	0	
C. Nominee Directors representing	0	0	0	0	0	0	
(i) Banks & FIs	0	0	0	0	0	0	
(ii) Investing institutions	0	0	0	0	0	0	

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	3	3	3	8.4	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VINAY RATHI	00137502	Director	318,200	
VIKAS RATHI	01188409	Director	224,300	
ABHISHEK BHATTER	01106946	Director	0	
GHANSHYAM TIWARI	02466896	Director	0	
MONA GUPTA	08893032	Director	0	
MUKESH BHARDWAJ	01257936	Whole-time directo	0	
VINAY RATHI	ADOPR9443H	CFO	0	
ANKUSH VIG	AVHPV2148N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name		beginning / during	ichange in designation/	Nature of change (Appointment/ Change in designation/ Cessation)
ANKUSH VIG	AVHPV2148N Company Secreta		30/05/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 1

Type of meeting	Date of meeting			% of total shareholding
Annual General Meeting	al General Meeting 30/09/2022 5,951		56	27.05

B. BOARD MEETINGS

*Number of meetings held 6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting					
		_	Number of directors attended	% of attendance			
1	30/05/2022	6	4	66.67			
2	14/08/2022	6	4	66.67			
3	06/09/2022	6	6	100			
4	14/11/2022	6	4	66.67			
5	14/02/2022	6	3	50			
6	30/03/2023	6	3	50			

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting		Total Number of Members as	Attendance				
	modulig	Date of meeting		Number of members attended	% of attendance			
1	Audit Committ	30/05/2022	3	2	66.67			
2	Audit Committ	14/08/2022	3	2	66.67			
3	Audit Committ	14/11/2022	3	3	100			
4	Audit Committ	14/02/2023	3	3	100			
5	Stakeholders F	14/02/2023	3	3	100			
6	Corporate Soc		3	3	100			

D. *ATTENDANCE OF DIRECTORS

		Board Meetings			Co	Whether attended AGM			
S. Name No. of the director			Meetings 30 01		uttendance director was N		% of attendance	held on	
				entitled to attend	attended	atteridance	30/09/2023 (Y/N/NA)		
1	VINAY RATHI	6	5	83.33	6	6	100	Yes	
2	VIKAS RATHI	6	4	66.67	0	0	0	Yes	

3	ABHISHEK BI	6	3		50		5		5	100		Yes
4	GHANSHYAM	6	3		50		1		1	100)	Yes
5	MONA GUPTA	6	2		33.33		5		3	60		Yes
6	MUKESH BHA	6	6		100		0		0	0		Yes
X. *RE	MUNERATION C	F DIRECTO	RS AND	KEY	MANAGE	RIAL	PERSONN	IEL		1		
	Nil											
Number o	of Managing Directo	or, Whole-time	Directors	s and/o	r Manager w	vhose	e remuneratio	n details	to be ente	red 1		
S. No.	Name	Design	nation	Gros	ss Salary	Co	ommission		Option/ t equity	Othe	rs	Total Amount
1	MUKESH BHAR	RDW Whole-ti	me dired	42	20,000		0		0	0		420,000
	Total			42	20,000		0		0	0		420,000
Number o	of CEO, CFO and C	Company secre	etary who	se rem	uneration de	etails	to be entered	l	l	1		
S. No.	Name	Desigr	nation	Gross Salary		Commission			Option/ t equity	Other	rs	Total Amount
1	Ankush Vig	Compan	y Secre	20	0,000	0			0	0		200,000
	Total			20	0,000		0		0	0		200,000
Number o	of other directors wh	nose remunera	ation deta	ils to be	e entered				1	0		
S. No.	Name	Desigr	nation	Gros	ss Salary	Co	ommission		Option/ t equity	Othe	rs	Total Amount
1												0
	Total											
XI. MATT	ERS RELATED TO	CERTIFICAT	TION OF	COMP	LIANCES A	ND [DISCLOSURE	S	'			
* A. Wh	ether the company	has made cor	npliances	s and di	isclosures ir	n resp	ect of applica	able	Yes	O No		
•	provisions of the Companies Act, 2013 during the year B. If No, give reasons/observations											
XII. PENA	ALTY AND PUNISH	IMENT - DET	AILS TH	EREOF	:							
(A) DETA	A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil											

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status			
(B) DETAILS OF CO	MPOUNDING OF O	FFENCES N	il					
Name of the concerned company/ directors/ officers		Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)			
XIII. Whether comp	lete list of shareho	ders, debenture ho	lders has been enclo	sed as an attachme	nt			
· ·	s No No mit the details separa	ately through the met	hod specified in instruc	ction kit)				
XIV. COMPLIANCE	OF SUB-SECTION	(2) OF SECTION 92	, IN CASE OF LISTED	COMPANIES				
			re capital of Ten Crore tifying the annual retur		rnover of Fifty Crore rupees or			
Name		CS Parveen Sharma						
Whether associate or fellow		Associate Fellow						
Certificate of practice number		25707						
I/We certify that: (a) The return states (b) Unless otherwise Act during the finance	expressly stated to	ood on the date of th the contrary elsewhe	e closure of the financi re in this Return, the C	al year aforesaid corr company has complied	ectly and adequately. d with all the provisions of the			
		Decla	ıration					
I am Authorised by t	he Board of Director	s of the company vid	e resolution no 1	0 da	ated 30/05/2023			
			irements of the Compa ental thereto have beer		ne rules made thereunder			
1. Whatever is	s stated in this form	and in the attachmen	ts thereto is true, corre	ct and complete and	no information material to rds maintained by the company.			

All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	Vinay Digitally signed by Vinay Rathi Date: 2023.11.29 20:49:08 +05'30'									
DIN of the director	00137502									
To be digitally signed by	SHARMA Digitally signed by SHARMA PARVEEN Delta 23-25 20 21/49:25 05/39									
Company Secretary										
Company secretary in practice										
Membership number 41531	embership number 41531 Certificate o				25707					
Attachments			List of attachments							
1. List of share holders, debenture holders			Attach	MGT 8 RII	pdf					
2. Approval letter for exten		Attach								
3. Copy of MGT-8;		Attach								
4. Optional Attachement(s	Attach									
					Remove attachment					
Modify	Check	Form	Prescrutiny		Submit					

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



PARVEEN S & ASSOCIATES

(Company Secretaries)

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of M/s Rathi Industries Limited ('the Company') bearing CIN: L74899DL1991PLC046570, as required to be maintained under the Companies Act, 2013 ('the Act') and the Rules made thereunder for the Financial Year ended 31st March, 2023.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers, I certify that:

- **A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid Financial Year, the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 - 1. its status under the Act; Public Limited Company listed on Metropolitan Stock Exchange of India Limited (MSE);
 - 2. maintenance of registers/records & making entries therein within the time prescribed for them;
 - 3. filing of forms and returns, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities—within/beyond the prescribed time;
 - 4. calling/ convening/ holding meetings of Board of Directors and its Committees, and the meetings of the Members of the Company on due dates in respect of which, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 - 5. closure of Register of Members;



Office: 308, M-1, S.P.S. Plaza, Sector-58, Noida – 201301 (U.P.) Email: parveensassociates@gmail.com | PH: +91-96433 79016

- 6. advances/loans to Directors and/or persons or firms or companies referred in section 185 of the Act, in compliance with the provision of the Act;
- 7. contracts/arrangements with related parties as specified in section 188 of the Act, in compliance with the provision of the Act;
- 8. Issue or allotment, transfer or transmission, buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities, and issue of security certificates in required instances, during the audit period;
- 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; (No reportable event during the period under review)
- 10. declaration/ payment of dividend; unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund have been transferred duly in accordance with section 125 of the Act; (No reportable event during the period under review)
- 11. signing of audited financial statement as per the provisions of section 134 of the Act and report of Directors is as per sub sections (3), (4) and (5) thereof;
- 12. constitution/re-appointments/retirement/disclosures/casual vacancy/ of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13. appointment of auditors as per the provisions of section 139 of the Act, further there was no case reported with respect to filling up casual vacancies of auditors in the Company during the audit period;
- 14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar of Companies, Court or such other authorities, under the various provisions of the Act;
- 15. acceptance/ renewal/ repayment of deposits; (No reportable event during the period under review)
- 16. borrowings from directors, members, public financial institutions, banks and others; and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;



18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. (No reportable event during the period under review)

Note: References in respect of the matters not applicable to the Company during the aforesaid financial year have been scrolled out.

For Parveen S & Associates

(Company Secretaries)

CS Parveen Sharma (Proprietor)

M. No. 41531 COP: 25707

UDIN: A041531E002732857

Date: 29.11.2023 Place: Noida

Note: This report is to be read with my letter of even date which is annexed as Annexure – A and forms an integral part of this report.



PARVEEN S & ASSOCIATES

(Company Secretaries)

Annexure - A

To The Board of Directors, Rathi Industries Limited

My Report on even date is to read along with this letter: -

- 1. Maintenance of records is responsibility of the management of the company. My responsibility is to express an opinion on these records based on my observation.
- 2. I have followed the process as were appropriate to obtain reasonable assurance about the correctness of contents of records.
- 3. I have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
- 4. Wherever required, I have obtained the Management Representation Letter about compliance of rules and regulation.
- 5. The Compliance of the provisions of corporate law, rules, regulations and standards is the responsibility of management. My examination is limited to the verification of procedures on test basis.

The Compliance certificate (MGT-8) is neither an assurance as to future viability of the company nor of efficacy and effectiveness with which management has conducted the affairs of the company.

For Parveen S & Associates

(Company Secretaries)

CS Parveen Sharma (Proprietor)

> M. No. 41531 COP: 25707

UDIN: A041531E002732857

Date: 29.11.2023 **Place:** Noida